Notice of Exempt
Offering of Securities

#### **U.S. Securities and Exchange Commission**

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

| tem 1. Issuer's Identity                         |                                  |                             |   |
|--|----------------------------------|-----------------------------|---|
| Name of Issuer                                   | Previous Name(s)                 | ☐ None                      | Entity Type (Select one)  |
| BrownTrout Publishers Inc.                       | Trevious Nume(s)                 |                             | ▼ Corporation   |
| Jurisdiction of Incorporation/Organizat          | ion                              | PROC                        | Limited Partnership   |
| Delaware   |                                  | 0/                          | Limited Liability Company   |
| oc.ana.c   |                                  | PEC 1                       | General Partnership   |
| Year of Incorporation/Organization (Select one)  |                                  | THOMSON                     | Business Trust Other (Specify)  |
| Over Five Years Ago Within Last Find (specify y  |                                  | t to Be Formed              |   |
|  |                                  | y additional issuer(s) by ( | attaching Items 1 and 2 Continuation Page(s).                         |
| tem 2. Principal Place of Busine                 | <del></del>                      |                             | •   |
| Street Address 1                                 |                                  | Street Address 2            |   |
| 2121 South El Camino Real                        |                                  |                             |   |
| City   | State/Province/Country           | ZIP/Postal Code             | Phone No.   |
| Sạn Mateo  | CA                               | 94403                       | 650-340-9800  |
| tem 3. Related Persons                           |                                  |                             |   |
| Last Name  | First Name                       |                             | Middle Name   |
| Brown  | Wendover                         |                             | H. 65-  |
| Street Address 1                                 |                                  | Street Address 2            | Wall Pinocosius   |
| 2121 South El Camino Real                        |                                  |                             | Ecolion Sing  |
| City   | State/Province/Country           | ZIP/Postal Code             |   |
| San Mateo  | CA                               | 94403                       | DEC 002008  |
|  |                                  | 2                           | Washing   |
| Relationship(s): X Executive Office              | Director Promoter                |                             | Washington, DC  |
| Clarification of Response (if Necessary)         |                                  |                             |   |
| (Ide   | entify additional related person | ns by checking this box 🛭   | and attaching Item 3 Continuation Page(s).                            |
| tem 4. Industry Group (Sele                      | ct one)                          |                             |   |
| ○ Agriculture                                    |                                  | s Services                  | Construction  |
| Banking and Financial Service Commercial Banking |                                  | tric Utilities              | REITS & Finance   |
| $\sim$ .   | $\simeq$ $$                      | gy Conservation             | Residential   |
| Insurance Investing                              | $\sim$                           | Mining                      | Other Real Estate   |
| Investing Investment Banking                     | $\mathcal{L}$                    | ronmental Services          | <ul><li>Retailing</li></ul>   |
| Pooled Investment Fund                           | $\sim$                           | k Gas                       | Restaurants   |
| If selecting this industry group, also           | <u> </u>                         | er Energy                   | Technology  |
| type below and answer the question               | below:                           |                             | Computers   |
| Hedge Fund                                       | Health C                         | are<br>echnology            | Telecommunications  |
| Private Equity Fund                              | Ý                                | th Insurance                |   |
| Venture Capital Fund                             |                                  | oitals & Physcians          | Ti com count de les les les les les les les les les le                |
| Other Investment Fund                            | <u> </u>                         | maceuticals                 | C HANNA BERKARAN BANA BANA BANA BANA BERKARAN BANA BERKARAN BANA BANA |
| Is the issuer registered as an in                | wastmont                         | r Health Care               | C HARRI MICHARI MINI AND          |
| company under the Investmer<br>Act of 1940? Yes  | nt Company                       |                             | 08065519  |
|  | <u> </u>                         | -                           | C   |
| Other Banking & Financial Services               | _                                | mercial                     | Other   |

## U.S. Securities and Exchange Commission

Washington, DC 20549

Item 5. Issuer Size (Select one)

| Revenue Range (for issuer not specifying "hedge"<br>or "other investment" fund in Item 4 above)   | Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)  |
|---|---|
| No Revenues   | OR No Aggregate Net Asset Value   |
| \$1 - \$1,000,000   | ○ \$1 - \$5,000,000   |
| \$1,000,001 - \$5,000,000   | \$5,000,001 - \$25,000,000  |
| \$5,000,001 - \$25,000,000  | \$25,000,001 - \$50,000,000   |
| <ul><li>\$25,000,001 - \$100,000,000</li></ul>  | \$50,000,001 - \$100,000,000  |
| Over \$100,000,000  | Over \$100,000,000  |
| O Decline to Disclose   | Decline to Disclose   |
| Not Applicable  | Not Applicable  |
| •   | <b>G</b>  |
| Item 6. Federal Exemptions and Exclusions Cla   | imed (Select all that apply)  |
|   | vestment Company Act Section 3(c)   |
| Rule 504(b)(1) (not (i), (ii) or (iii))   | Section 3(c)(1) Section 3(c)(9)   |
| Rule 504(b)(1)(i)   | Section 3(c)(2) Section 3(c)(10)  |
| Rule 504(b)(1)(ii)  | Section 3(c)(3) Section 3(c)(11)  |
| Rule 504(b)(1)(iii)   | Section 3(c)(4) Section 3(c)(12)  |
| Rule 505  | Section 3(c)(5) Section 3(c)(13)  |
| <b>№</b> Rule 506   | Section 3(c)(6) Section 3(c)(14)  |
| Securities Act Section 4(6)   | Section 3(c)(7)   |
| Item 7. Type of Filing  |   |
| New Notice     OR     Amendmen  | t   |
|   |   |
| Date of First Sale in this Offering: November 16, 2008  | OR First Sale Yet to Occur  |
| Date of First Sale in this Offering: November 16, 2008  Item 8. Duration of Offering  | OR First Sale Yet to Occur  |
|   |   |
| Item 8. Duration of Offering  Does the issuer intend this offering to last more than  |   |
| Item 8. Duration of Offering  Does the issuer intend this offering to last more than  | one year? Yes 🔀 No  |
| Does the issuer intend this offering to last more than Item 9. Type(s) of Securities Offered (Select :  | one year? Yes 🔀 No  |
| Does the issuer intend this offering to last more than  Item 9. Type(s) of Securities Offered (Select and Equity  Debt  | one year? Yes No  all that apply)  Pooled Investment Fund Interests   |
| Does the issuer intend this offering to last more than Item 9. Type(s) of Securities Offered (Select :  | one year? Yes No  all that apply)  Pooled Investment Fund Interests  Tenant-in-Common Securities  |
| Does the issuer intend this offering to last more than  Item 9. Type(s) of Securities Offered (Select a Equity  Debt  Option, Warrant or Other Right to Acquire   | one year? Yes No  all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities   |
| Does the issuer intend this offering to last more than  Item 9. Type(s) of Securities Offered (Select and Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option,  | one year? Yes No  all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities   |
| Does the issuer intend this offering to last more than  Item 9. Type(s) of Securities Offered (Select and Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a busine   | one year? Yes No  all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)  Poss combination Yes No |
| Does the issuer intend this offering to last more than  Item 9. Type(s) of Securities Offered (Select as Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a busine transaction, such as a merger, acquisition or exchange offer | one year? Yes No  all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)  Poss combination Yes No |
| Does the issuer intend this offering to last more than  Item 9. Type(s) of Securities Offered (Select and Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a busine   | one year? Yes No  all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)  Poss combination Yes No |
| Does the issuer intend this offering to last more than  Item 9. Type(s) of Securities Offered (Select as Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Item 10. Business Combination Transaction  Is this offering being made in connection with a busine transaction, such as a merger, acquisition or exchange offer | one year? Yes No  all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)  Poss combination Yes No |

## U.S. Securities and Exchange Commission

| Item 11. Minimum Investm   | ent          | W               | ashingtor/ | , DC 20549                   | 9             |              |                                       |              |              |              |
|--|--------------|-----------------|------------|------------------------------|---------------|--------------|---------------------------------------|--------------|--------------|--------------|
| Minimum investment accepted  |              | utside in       | vestor     | \$ 6,50                      | 00,000        |              |                                       |              | 7            |              |
| Item 12. Sales Compensat   | tion         |                 |            | L                            |               |              |                                       |              |              |              |
| Recipient  |              |                 |            | Re                           | cipient CRD   | Number       | · · · · ·                             |              |              |              |
| NA   |              |                 |            | $\neg$ $\vdash$              |               |              |                                       |              | No CRD I     | Number       |
| (Associated) Broker or Dealer                                      | ☐ Non        | e               |            | (A                           | sociated) Br  | oker or Dea  | aler CRD Nu                           | mber         |              |              |
|  |              |                 |            |                              |               |              |                                       |              | No CRD N     | Number       |
| Street Address 1   |              |                 |            | Stre                         | et Address 2  |              | -                                     |              |              |              |
|  |              |                 |            |                              |               |              |                                       |              |              |              |
| City   |              | <del></del> , , | State/Pro  | vince/Cou                    | ntry ZIP      | /Postal Cod  | de                                    |              |              |              |
|  |              |                 |            |                              |               |              |                                       |              |              |              |
| ,  | itates       |                 |            |                              |               |              |                                       | - <u>-</u>   |              |              |
| AL AK AZ   | AR [         | CA              |            | <u>    cr</u>                | DE            | ☐ DC         | FL                                    | GA           |              |              |
| ☐ IL ☐ IN ☐ IA ☐   | ] KS [       | _ NJ<br>KY      | LA<br>NM   | ME<br>☐ NY                   |               | MA           | OH                                    | ☐ MN         | ☐ MS         | ☐ MO<br>☐ PA |
| RI SC SD   | J TN [       | - XT            | UT         | - <del>             </del> - | VA            | □ WA         | □ w                                   |              | ∏ WY         | PR           |
| (Identify addition   |              | _               | aid compe  | ensation b                   | _             | is box       | _                                     | _            | _            | _            |
| Item 13. Offering and Sale   |              |                 | <b>-</b>   |                              | ,             |              | ,                                     | <b></b>      |              |              |
|  | . [          |                 |            | · ·                          | · · ·         | , '          | · · · · · · · · · · · · · · · · · · · | <del></del>  | <del>.</del> |              |
| (a) Total Offering Amount  | \$ 6         | ,500,00         | 00         |                              |               |              | OR                                    | ☐ Indef      | inite        |              |
| (b) Total Amount Sold  | \$ 6         | ,500,00         | 00         |                              |               |              |                                       |              |              |              |
| (c) Total Remaining to be Sold (Subtract (a) from (b))             | \$ o         | )               |            |                              |               |              | OR                                    | ☐ Indef      | inite        |              |
| Clarification of Response (if Neces                                | ssary)       |                 |            |                              |               |              | ,                                     | _            |              |              |
|  |              |                 |            |                              |               |              |                                       |              |              |              |
|  |              |                 |            |                              |               |              |                                       |              |              |              |
| Itam 44 Inventors  |              |                 |            | ··                           |               | <del></del>  |                                       |              |              |              |
| Item 14. Investors   |              |                 |            |                              |               |              |                                       |              |              |              |
| Check this box if securities in number of such non-accredited i    |              |                 |            |                              |               | no do not d  | ualify as ac                          | credited inv | estors, an   | d enter the  |
|  |              |                 | ,          |                              |               |              |                                       |              |              |              |
|  |              |                 |            |                              | . г           |              | <del></del>                           |              |              |              |
| Enter the total number of invest                                   | ors who alre | ady hav         | e invested | in the off                   | ering:        | One          |                                       |              |              |              |
| Item 15. Sales Commissio   | ons and F    | inder           | s' Fees    | Expens                       | ses           |              |                                       |              |              |              |
| Provide separately the amounts of check the box next to the amount |              | mission:        | s and find | ers' fees ex                 | cpenses, if a | ny. If an ar | nount is no                           | t known, pro | ovide an e   | estimate and |
| THE WAS TEXT TO THE BITTOUT  | •••          |                 |            | Sales                        | Commission:   | s \$ 0       |                                       |              | Estim        | nate         |
| Clarification of Bonnard (CA)                                      |              |                 |            |                              | Finders' Fees |              |                                       |              | Estin        |              |
| Clarification of Response (if Necess                               | sary)        |                 |            |                              |               | ·            |                                       | ·            |              |              |
|  |              |                 |            |                              |               |              |                                       |              |              |              |
|  |              |                 |            |                              |               |              |                                       |              |              |              |

#### U.S. Securities and Exchange Commission

Washington, DC 20549

| Ignature and Submission  Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.  Terms of Submission. In Submitting this notice, each identified issuer is:  Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*  Inevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer or the State in which this issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing tha such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration froug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of an activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the Issuer maintains its principal place of business or any State in which this notice is filed.  Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).  *This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMIA7) [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996))  | vide the amount of the gross proceeds of the offering that d for payments to any of the persons required to be ectors or promoters in response to Item 3 above. If the a mate and check the box next to the amount.  | named as executive officers, \$ NA   | Estimate  |
|--|--|--|---|
| Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.  Terms of Submission. In Submitting this notice, each identified issuer is:  Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*  Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer or the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing tha such service may be made by registered or certified mall, in any Federal or state action, administrative proceeding, or arbitration loroug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration or administrative proceeding, or arbitration against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration broug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration broug against the issuer in the subject of this form the United States, if the action, proceeding or arbitration brough a state of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.  Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer i | Clarification of Response (if Necessary)   |  |   |
| Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.  Terms of Submission. In Submitting this notice, each identified issuer is:  Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*  Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer or the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing tha such service may be made by registered or certified mall, in any Federal or state action, administrative proceeding, or arbitration loroug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration or administrative proceeding, or arbitration against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration broug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration broug against the issuer in the subject of this form the United States, if the action, proceeding or arbitration brough a state of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.  Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer i |  |  |   |
| Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.* Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration broug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding arbitration (a) arises out of an activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of:  (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.  Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).  *This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering  | gnature and Submission   |  |   |
| Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*  Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration broug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of an activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.  Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).  *This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Cct. 1), 1996)) imposes on the ability of States to require information. As result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering | Please verify the information you have entered and   | review the Terms of Submission below before sign   | ing and submitting this notice.   |
| Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*  Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration broug against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of an activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.  Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).  *This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Cct. 1), 1996)) imposes on the ability of States to require information. As result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering | Terms of Submission. In Submitting this no   | otice, each identified issuer is:  |   |
| 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to d so under NSMIA's preservation of their anti-fraud authority.  Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)  Issuer(s)  Name of Signer  Stephen M. Tennis  Title  Counsel  | such service may be made by registered or certifier against the issuer in any place subject to the jurisc activity in connection with the offering of securities provisions of: (i) the Securities Act of 1933, the Sec Company Act of 1940, or the Investment Advisers State in which the issuer maintains its principal place.  Certifying that, if the issuer is claiming a | d mail, in any Federal or state action, administrative liction of the United States, if the action, proceeding is that is the subject of this notice, and (b) is founde urities Exchange Act of 1934, the Trust Indenture A Act of 1940, or any rule or regulation under any of tace of business or any State in which this notice is fi | e proceeding, or arbitration brought<br>g or arbitration (a) arises out of any<br>ed, directly or indirectly, upon the<br>ct of 1939, the Investment<br>these statutes; or (ii) the laws of the<br>led. |
| undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.)  Issuer(s)  BrownTrout Publishers Inc.  Signature  Title  Counsel  | 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of 5 "covered securities" for purposes of NSMIA, whether in a routinely require offering materials under this undertaki so under NSMIA's preservation of their anti-fraud author  | States to require information. As a result, if the securities t<br>ill instances or due to the nature of the offering that is the<br>ng or otherwise and can require offering materials only to<br>ity.  | hat are the subject of this Form D are subject of this Form D, States cannot to the extent NSMIA permits them to do   |
| BrownTrout Publishers Inc.  Stephen M. Tennis  Title  Counsel  | undersigned duly authorized person. (Check this b  | oox 🔀 and attach Signature Continuation Pages f  |   |
| Signature Title Counsel  | Issuer(s)  | Name of Signer   |   |
| Counsel  | BrownTrout Publishers Inc.   | Stephen M. Tennis  |   |
|  | Signature  | Title  |   |
| Date   |  |  |   |
|  | William  | Counsel  |   |

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

November 25, 2008

#### U.S. Securities and Exchange Commission

Washington, DC 20549

#### **Item 3 Continuation Page**

#### Item 3. Related Persons (Continued)

| First Name                             |   | Middle Name  |
|--|---|--|
| William                                |   | M.   |
|  | Street Address 2                                |  |
|  |   |  |
| te/Province/Country                    | ZIP/Postal Code                                 |  |
|  | 94403   |  |
| Director Promoter                      |   |  |
|  |   |  |
|  |   |  |
| First Name                             |   | Middle Name  |
| Marc                                   |   | A.   |
| <b>–</b>                               | Street Address 2                                |  |
|  |   |  |
| te/Province/Country                    | ZIP/Postal Code                                 | - 100  |
|  | 94403   |  |
| Director Promoter                      |   |  |
|  |   |  |
|  |   |  |
|  |   | AP J. H. Alexandr  |
| First Name                             |   | Middle Name  |
|  | Carra Address 2                                 |  |
|  |   |  |
|  | Street Address 2                                |  |
| IDentify on IC accepts                 |   |  |
| te/Province/Country                    | ZIP/Postal Code                                 |  |
|  |   |  |
| te/Province/Country  Director Promoter |   |  |
|  |   |  |
|  |   |  |
| Director Promoter                      |   | Middle Name  |
|  |   | Middle Name  |
| Director Promoter                      |   | Middle Name  |
| Director Promoter                      | ZIP/Postal Code                                 | Middle Name  |
| Director Promoter                      | ZIP/Postal Code                                 | Middle Name  |
| Promoter  First Name                   | ZIP/Postal Code  Street Address 2               | Middle Name  |
| First Name te/Province/Country         | ZIP/Postal Code  Street Address 2               | Middle Name  |
| Promoter  First Name                   | ZIP/Postal Code  Street Address 2               | Middle Name  |
|  | Promoter  First Name  Marc  te/Province/Country | re/Province/Country ZIP/Postal Code 94403  Director Promoter  First Name  Marc  Street Address 2  te/Province/Country ZIP/Postal Code 94403  Director Promoter |

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